

Rosenthal & Company LLC

75 Rowland Way, Suite 250, Novato, CA 94945

Ph: 415-798-5900 or 800-211-5201

Fax: 415-892-7354

rosenthalco.com

January 6, 2011

DanR@RosenthalCo.com

Sent by E-mail

Scott A. Kamber, Esq.
KamberLaw LLC
100 Wall Street, 23rd floor
New York, NY 10005

Re: Quantcast/Clearspring Internet Cookies Class Action Settlement
Notice Plan and Cost Estimate

Dear Scott:

Thank you for asking us to provide a Notice Plan and Cost Estimate for the Quantcast/Clearspring Class Action Settlement. This letter describes our plan and the attached spreadsheet provides the details of our estimated costs.

Rosenthal & Company, now part of Kurtzman Carson Consultants LLC (KCC), has served as the Notice Provider and Claims Administrator in hundreds of consumer class action settlements and notice procedures. Rosenthal/KCC's team provides more than 20 years of class action experience and has handled more than \$20 billion in disbursements to millions of claimants. We provide the highest-quality class action administration services including pre-settlement consulting, class member management, legal notification, call center support, claims administration and disbursement and tax reporting services.

Staff Organization:

Our administration team will be comprised of the Case Manager who is responsible for all day-to-day operations of your case, and who will be assisted by a Case Coordinator. In addition, our specialists in Data Development, Web site Development and Media Planning & Placement will assist the Case Manager and Coordinator.

Web Site Set-up and Maintenance:

We will establish a web site to provide a case summary, the important dates and deadlines, downloads of the Long-form Notice and any other documents that are important to provide the class, and access to Q&As about the settlement.

Notice Plan:

KCC Communications, our in-house advertising agency, has been developing media plans and placing space for legal notices since 1986. KCC has developed an economical Media Plan for this settlement which utilizes *Parade A*, *Newsweek*, **Internet advertising** using banner and text ads on the 25 websites that have the largest number of unique viewers per month on the Google Adwords network, and a **Press Release** that will be distributed on PR Newswire's National Circuit to more than 5,800 traditional media sites and another 5,000+ online sites. *Parade A* is a Sunday Supplement that is inserted into the Sunday editions of more than 500 newspapers nationally. It is the same as *Parade*, except the Summary Notice will be printed in every other copy, and will deliver a circulation of 16.2 million, 50% of *Parade*'s full-run circulation. *Newsweek* has a circulation of 1.5 million circulation, and the two publications combined have a circulation of 17.7 million. Exhibit A attached hereto is a spreadsheet that shows the details of the Notice Plan.

We have formatted the Summary Notice to a 2/5th page in *Parade A* and a 1/2 page in *Newsweek*. Although these aren't the largest sizes available, with over 40% of a page in *Parade A* and 50% of a page in *Newsweek*, they will dominate their respective pages. Also, since they will be surrounded by editorial, readers will be drawn to our pages when reading the publications' articles. Exhibit B attached hereto is a preliminary formatting of the Summary Notice.

For placing the Internet advertising, we use an Internet Search Marketing Firm named Wpromote to set up, manage the process and continuously monitor the costs and results. WPromote purchases the media and re-sells it to us.

Timing:

Both *Parade A* and *Newsweek* are weekly publications, with approximately 4 weeks' lead time required. For example, if we commit to the publications by January 31, 2011 the Summary Notice will appear in the February 27th issue of *Parade A* and the March 7th issue of *Newsweek*. The on-street date for these two publications will be February 27th and February 28th, respectively.

Overall Plan:

I believe that the combination of *Parade A*, *Newsweek*, Internet Advertising and the National Press Release in support of the Settlement Website, given an economical budget, is the best notice practicable under the circumstances.

Total Estimated Cost:

The total estimated cost is \$250,850.

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We will bill at the unit rates quoted in the estimate and our staff hours will be billed at \$80 per hour. We will provide a summary invoice for the published notice, press release and Internet advertising, and we will invoice on a monthly basis thereafter.

Payment of Invoices:

Payment for the first invoice is due prior to our commitment to the media. Payments for subsequent invoices are due within 30 days of the invoice date.

Scott, I think that we have covered all the details of the Notice Plan. Please let me know if there are some parts that I may have overlooked or for which we have not provided enough information.

Sincerely,

Dan Rosenthal

Notice Plan Summary

Publications (see below)	\$216,015
Press Release - PR Newswire Nat'l	1,800
Internet (see next page)	<u>25,000</u>
Total Media Cost	\$242,815
Website Development (see below)	4,535
Management, Declaration	<u>3,500</u>
Total Notice Plan	<u><u>\$250,850</u></u>

Website Setup & Maintenance

Design & Set up Site Staff Time (hours)	35	\$80.00	\$2,800
Download Notice & Other Docs, Q&As, Deadlines			
Register Website Address			175
Maintenance: 2 hours/month x 6 mos (hrs)	12	\$80.00	960
Server rental (Months)	12	\$50.00	<u>600</u>
Sub total Web Site Setup & Maintenance			<u><u>4,535</u></u>

Publication Details

<u>Publication</u>	<u>Circulation</u>	<u>Space</u>	<u>Dimensions</u>	<u>Close</u>	<u>Issue</u>	<u>Available</u>
Parade A	16,200,000	2/5 pg	5.25" x 6.75"	1/31/2011	2/27/2011	2/27/2011
Newsweek	<u>1,500,000</u>	1/2 pg	3.4" x 10"	2/7/2011	3/7/2011	2/28/2011
Total Circulation	<u><u>17,700,000</u></u>					
Total Media Cost	\$216,015					

Internet Advertising/Planned Websites

<u>Site</u>	<u>Approx. Impressions</u>
myspace	1,250,000
imdb.com	625,000
cnn.com	417,000
go.com	313,000
usatoday.com	313,000
facebook.com	250,000
urbandictionary.com	250,000
nytimes.com	208,000
photobucket.com	208,000
ezinearticles.com	179,000
latimes.com	179,000
overstock.com	179,000
about.com	156,000
allrecipes.com	156,000
ask.com	156,000
blogspot.com	156,000
comcast.net	156,000
mapquest.com	156,000
priceline.com	156,000
foxnews.com	139,000
answers.com	125,000
associatedcontent.com	125,000
ehow.com	125,000
evite.com	125,000
huffingtonpost.com	<u>125,000</u>
Total	<u><u>6,227,000</u></u>

Note: Website usage is very likely to change over time and impressions delivery is based on supply and demand at the time of purchase. Therefore the actual number of impressions delivered is likely to be different, especially on a site-by-site basis.

All services are subject to the terms, specifications, assumptions and conditions set forth in this Class Action Administration Services Estimate, the attached Cost Summary & Scope of Services, and the attached Terms and Conditions (collectively, the "Terms of Service"). By signing below, the undersigned acknowledges and agrees that it has read and understood the Terms of Service, which are incorporated by reference as if fully set forth herein, and agrees to be bound thereby.

Kurtzman Carson Consultants LLC

**LEGAL NOTICE OF PROPOSED CLASS ACTION SETTLEMENT
REGARDING INTERNET ADVERTISING COOKIES
This Is Not An Advertisement Or Attorney Solicitation.**

THIS NOTICE MAY CONCERN YOUR LEGAL RIGHTS IF YOU ACCESSED AN INTERNET SITE OPERATED OR SERVICED BY DEMAND MEDIA, INC., HULU, LLC, JIBJAB MEDIA, INC., NBC UNIVERSAL, INC., NEWS CORP., SCRIBD, INC., VIACOM INC., THE WALT DISNEY CO. OR WARNER BROS. RECORDS, OR ANY INTERNET SITE EMPLOYING QUANTCAST OR CLEARSPRING TECHNOLOGIES, BETWEEN JUNE 1, 2008 and _____.

If You Are A Minor, Immediately Give This Notice To Your Parent Or Legal Guardian.

This notice is being published because a settlement has been proposed by all parties in the following class action matters pending in the United States District Court, Central District Of California, Western Division:

In Re Quantcast Advertising Cookie Litig., No. 2:10-cv-05484-GW

In Re Clearspring Flash Cookie Litig., No. 2:10-cv-05948-GW

WHAT'S THIS NOTICE FOR? This notice is being published by order of the Court, before the Court considers final approval of the proposed settlement.

- This notice is to inform you of actions you may take in response to the proposed settlement.
- Your choices are: (1) do nothing; (2) opt out of the proposed settlement; or (3) object to the proposed settlement. If you choose to object to the proposed settlement or opt out of the proposed settlement, you must follow certain procedures as summarized below.
- In addition, you may attend the Court's hearing about the proposed settlement.

This notice summarizes some of the information related to the proposed settlement. For more details, go to _____.

WHAT ARE THESE LAWSUITS ABOUT? Quantcast Corporation, Clearspring Technologies, Inc. and other companies deposited browser "cookies" and Adobe Flash local shared objects (LSOs) on users' computers when those users visited certain web sites. LSOs were deposited when users' had set their browsers to block cookies and, in some cases, the use of LSOs resulted in the recreation of browser cookies after users had deleted them.

The Plaintiffs filed these class action lawsuits alleging that the Defendants and their affiliates did not give users adequate notice and choice about presence of these cookies and the collection of personal information. The Defendants deny they did anything wrong, and the Court has not made any decision about which side was right in these lawsuits.

WHAT DOES THE SETTLEMENT DO? The proposed settlement would resolve these lawsuits before the Court takes a position on which side is right.

Quantcast and Clearspring represent that they do not and will not use LSOs to "respawn" browser cookies; to serve as an undisclosed alternative to cookies for tracking users unrelated to Flash Player operation and content-delivery; or to otherwise counteract users' blocking or deleting browser cookies.

This is not a settlement in which class members will receive compensation directly. Under the proposed settlement agreement, subject to Court review and approval, Quantcast and Clearspring will provide \$2.4 million to be donated to nonprofit groups engaged in research and education that promote consumer awareness and choice regarding privacy, safety, and security of their electronic information; pay attorneys' fees and costs (capped at no more than 25% of the settlement); and award a small amount to the representative plaintiffs; and administer the settlement. The other Defendants and their affiliates also are taking other, significant measures to protect users' privacy.

AM I AFFECTED? Quantcast and Clearspring technologies have been used on tens of thousands of web pages, and the other Defendants' websites are heavily trafficked. For these reasons, substantially all U.S. persons who have used the Internet since June 1, 2008, likely are members of the class. Clearspring LSOs can be identified by a filename of "clearspring.sol." Quantcast LSOs can be identified by filenames that include "____qca.sol" or "Quantserve."

WHAT ARE MY OPTIONS?

Do nothing: If you choose to do nothing, you will be legally bound by the settlement, and you will be giving up the right to sue the Defendants or their affiliates over claims related to or arising out of the use of LSOs.

Opt out: If you do not want to be legally bound by the settlement, you must exclude yourself by [date] or you will not be able to sue the Defendants and their affiliates for the claims listed in the settlement agreement. To opt out, you *must* mail your original, signed exclusion request to:

Class Counsel: KamberLaw, LLC, % Flash Cookie Class Action Settlement, Attn: Scott Kamber, 100 Wall Street, 23rd Floor, New York, NY 10005

Clearspring's Counsel: Cooley LLP, % Clearspring Class Action Settlement, Attn: Michael Rhodes, Cooley LLP, 101 California, 5th Fl., San Francisco, CA 94111.

Object: If you wish to object to the terms of the settlement, you *must* file your objection no later than [date] with:

Clerk's Office, U.S. District Court, Central District of California, 312 N. Spring Street, Los Angeles, CA 90012.

You also should send a copy of your objection and any related papers to at least one of the parties' counsel listed above for receipt no later than [date].

Only persons over 18 may object to or comments on the Settlement or exclude themselves or dependent minors from the settlement.

Attend the settlement hearing: On [date], the Court will hold a hearing to consider granting final approval to the proposed settlement. You may comment in support of or in opposition to the proposed settlement, but you do not have to attend the hearing and, if you do choose to attend the hearing, you do not have to speak at the hearing.

For a full copy of the Notice of Settlement and details on required procedures, deadlines, and your options and obligations, visit [website _____].